

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH)	C.A. No. 1:05-CV-11148-PBS
BENEFITS FUND; PIRELLI ARMSTRONG)	
RETIREE MEDICAL BENEFITS TRUST;)	
TEAMSTERS HEALTH & WELFARE FUND))	
OF PHILADELPHIA AND VICINITY;)	
PHILADELPHIA FEDERATION OF)	
TEACHERS HEALTH AND WELFARE)	
FUND; DISTRICT COUNCIL 37; AFSCME -)	
HEALTH & SECURITY PLAN; JUNE)	
SWAN; MAUREEN COWIE and BERNARD)	
GORTER,)	
)	
Plaintiffs,)	
)	
v.)	
)	
FIRST DATABANK, INC., a Missouri)	
corporation; and McKESSON)	
CORPORATION, a Delaware corporation,)	
)	
Defendants.)	
)	

MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for leave to file under seal the following pleadings and other materials: (1) Exhibit 2 to the Declaration of Steve W. Berman in Support of Class Plaintiffs' Post-Hearing Submission In Response to the Court's Questions.

The foregoing items include or reference copies of documents and/or excerpts from documents that certain third-parties have identified as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" pursuant to the terms of the April 11, 2005 Protective Order. Also, the foregoing items reference information contained in documents designated by certain third-parties as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." In addition, the foregoing items not only quote extensively from and/or attach documents that certain third-parties have designated as

“CONFIDENTIAL” or “HIGHLY CONFIDENTIAL,” but also they include references to pricing data that third-parties likely believe to be highly proprietary in nature.

Paragraph 14 of the Protective Order mandates that any document or pleading containing material such as that referenced above be filed under seal. Plaintiffs hereby seek to comply with the terms of the Protective Order. Plaintiffs do not agree that these materials should be deemed highly confidential but must comply with the Protective Order.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file the foregoing listed materials under seal.

DATED: November 28, 2007

By /s/ Steve W. Berman

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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on November 28, 2007.

/s/ Steve W. Berman

Steve W. Berman

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CORPORATION, a Delaware corporation,)
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**[PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR LEAVE TO FILE UNDER SEAL**

THIS MATTER is before the Court on Plaintiffs' motion for leave to file under seal. The Court, having considered all pleadings in support and in opposition thereto, and being fully advised in the premises, hereby

GRANTS Plaintiffs' motion for leave to file under seal the following items:

1. Exhibit 2 to the Declaration of Steve W. Berman in Support of Class Plaintiffs' Post-Hearing Submission In Response to the Court's Questions.

IT IS SO ORDERED without prejudice to Plaintiffs right to move to unseal these.

DATED: _____

Hon. Patti B. Saris
United States District Court Judge

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on November 28, 2007.

/s/ Steve W. Berman

Steve W. Berman